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INSTRUMENTS, COMMERCE COMMISSION

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SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST

Series 66

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SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of November 1, 1975

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First Pennsylvania Bank N. A.

to

Southern Pacific Transportation Company

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SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the first day of November, 1975, between First Pennsylvania Bank N. A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of December 15, 1974, by and between First Pennsylvania Bank, N. A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 66", under which railroad equipment was to be leased to the Company; and

WHEREAS, in the Agreement the Company covenanted and agreed that if the aggregate final cost of the Trust Equipment were not at least 125% of the aggregate principal amount of Trust Certificates issued thereunder, it would cause to be transferred to the Trustee additional new Trust Equipment in such amount and of such cost that the aggregate final cost of the Trust Equipment would be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the aggregate final cost of the Trust Equipment was less than 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, title to the railroad equipment hereinafter specifically described has been, or will be, vested in the Trustee; and

WHEREAS, it was provided in the Agreement that, upon the transfer and delivery of additional Trust Equipment to the Trustee, the same should be and become a part of the Trust Equipment;

NOW, THEREFORE, THIS SUPPLEMENT TO AGREEMENT WITNESSETH:

That First Pennsylvania Bank N. A., Trustee as aforesaid (acting in pursuance of the Agreement), party of the first part, for and in consideration as well of the sum of one dollar to it paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Agreement to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as a part of the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 66 (hereinafter collectively called the "Trust Equipment"), and subject to all the terms and conditions of the Agreement, the railroad equipment hereinafter described, to wit:

<u>Number of Cars</u>	<u>Description</u>	<u>Estimated Average Cost Per Car</u>
2	100-ton, 50 ft. well-type flat cars, Midwest Freight Car Co., builder; lettered SP and numbered 500400 and 500401.	\$35,800
3	100-ton, 2300 cu. ft. open type hopper cars, PACCAR Inc (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 465986 through 465988, both inclusive.	26,674
Estimated total cost:		\$151,622.

TO HAVE AND TO HOLD, as a part of the Trust Equipment,  
subject to all the terms and conditions of the Agreement, the  
said railroad equipment hereinbefore specifically described.

This Supplement to Agreement shall be simultaneously executed  
in several counterparts, each of which, so executed, shall be  
deemed to be an original, and such counterparts together shall  
constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with  
the terms and conditions of the Agreement, and the Company,  
pursuant to due corporate authority, have caused these presents  
to be signed in their respective corporate names and their respective  
corporate seals to be hereunto affixed, duly attested, as of the  
day and year first above written.

FIRST PENNSYLVANIA BANK N.A.,  
Trustee,

By Wm. C. Hager  
Vice President

Attest: Wm. C. Hager  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By Robert J. Hicken  
Vice President and Treasurer

Attest: Robert J. Hicken  
Assistant Secretary

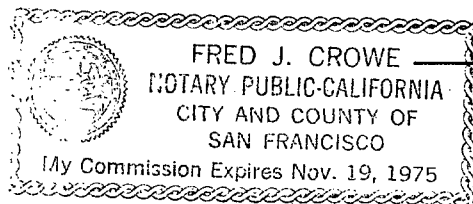
COMMONWEALTH OF PENNSYLVANIA, )  
 ) ss.  
City and County of Philadelphia, )

On this 17<sup>th</sup> day of November, 1975, before me personally appeared H. M. Keager, to me personally known, who, being by me duly sworn, says that he is Vice President of First Pennsylvania Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth J. Sabedra  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires March 1, 1976

STATE OF CALIFORNIA, )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO, )

On this 13<sup>th</sup> day of November, 1975, before me personally appeared ROBERT J. McLEAN, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Fred J. Crowe